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BASIC AMENDMENT

CITIFACTORS FINANCIAL GROUP, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CITIFACTORS FINANCIAL GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 of the Florida Business Corporation Act, **CITIFACTORS FINANCIAL GROUP, INC.** adopts these Articles of Amendment:

FIRST: The name of the corporation is CITIFACTORS FINANCIAL GROUP, INC.

SECOND: Article I of the corporation's Articles of Incorporation is amended entirely to read as follows:


The name of the corporation is: AmeriFactors Financial Group, Inc.

THIRD: The foregoing amendment of Article I was adopted on November 30, 2004, by the sole director and all the shareholders of the corporation, and the number of votes cast for the amendment by the sole director and shareholders was sufficient for approval.

FOURTH: The foregoing amendment will become effective upon the filing of these Articles of Amendment with the Florida Department of State.

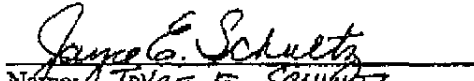
EXECUTED: November 30, 2004.

CITIFACTORS FINANCIAL GROUP, INC.


Kevin R. Gowen, Sr., President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing document was acknowledged before me this 30th day of November 2004, by Kevin R. Gowen, Sr., as President of CITIFACTORS FINANCIAL GROUP, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a Florida driver's license as identification.


Name: JOYCE E. SCHULTZ
Notary Public, State of Florida

Notarial Stamp:



Marc A. Chambers
100 S. Ashley Drive, Suite 1300
Tampa, FL 33602
(813) 229-3333
Florida Bar No. 0689084